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December 8, 2003

**By Federal Express**

Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505  
Tele.: (615) 741-2904

PAID T.R.A.	
Chk #	3250
Amount	25.00
Rcvd By	JP
Date	12-9-03

DOCKET NO.
03-00627

Re: Cable & Wireless plc and Cable & Wireless USA, Inc.  
Application for Approval of *de minimus* Change in  
Corporate Structure


Dear Sir or Madam:

Transmitted herewith on behalf of Cable & Wireless plc and Cable & Wireless USA, Inc., are the original and thirteen copies of an Application for Approval of *de minimus* Change in Corporate Structure and a filing fee in the amount of \$25 payable to the Tennessee Regulatory Authority. The CWplc verification is coming from the UK and will be filed upon receipt.

This filing is a small part of a corporate reorganization which must be completed by the end of calendar year 2003 due to a series of significant business and tax reasons. Accordingly, the Applicants request either expedited approval thereof or dismissal of this Application as unnecessary in view of the *de minimus* nature of the change in corporate structure referenced in the Application.

Should additional information be necessary in connection with this matter, kindly communicate directly with the undersigned.

Respectfully submitted,

  
James A. Stenger

Encl.

cc: Mr. Aster Adams

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

Application of	)	
Cable and Wireless plc	)	
And	)	Docket No. _____
Cable & Wireless USA, Inc.	)	
For Approval of a <i>De Minimus</i> Change	)	
In Corporate Structure	)	

Cable and Wireless plc ("CWplc") and Cable & Wireless USA, Inc. ("CWUSA"), through counsel, herein request the approval of the Tennessee Regulatory Authority ("TRA") for a *de minimus* change in corporate structure, to the extent that such approval may be required under regulations and policies currently in effect. In support of this request, the parties respectfully state as follows:

1. CWplc is a global telecommunications company based in the United Kingdom that has been in operation for over one hundred years and has customers in 80 countries. CWUSA is a wholly-owned indirect subsidiary of CWplc (*see* Exhibits 1 and 2). CWUSA has a Certificate of Public Convenience and Necessity ("CPCN") issued by the TRA.

2. CWUSA provides non-voice, data transmission services to businesses. Most of these services are international or interstate. CWUSA does not provide local telephone exchange service to residents or businesses in Tennessee.

3. CWplc is the controlling parent company of CWUSA. CWplc exercises ultimate control over CWUSA through a chain of subsidiaries companies. In a reorganization, CWplc is inserting a new, wholly owned subsidiary, Sable Holdings Ltd. ("Sable"), at the top of the current chain of subsidiary companies. Attached hereto as Exhibits 1 and 2 are Organizational Charts showing the chain of subsidiary companies between CWplc and CWUSA before and after the insertion of Sable, respectively. The only change in the corporate structure is the insertion of Sable, a direct wholly-owned subsidiary of CWplc, multiple steps up the CWUSA ownership chain.

4. As reflected in Exhibits 1 and 2, the insertion of Sable is a *de minimus* change in the corporate structure of CWplc. Since Sable is a wholly owned subsidiary of CWplc, CWplc controls Sable and will continue to control all of the subsidiaries below Sable. Ultimate control of CWUSA will remain with CWplc and there will be no change in control of CWUSA, the CPCN holder. The CPCN will continue to be held by CWUSA and will not be transferred to any other entity.

5. In sum, the insertion of Sable will not involve any change to CWUSA as the certificate holder, any change to CWUSA's immediate parent, or any change to CWUSA's ultimate parent and controlling entity CWplc.

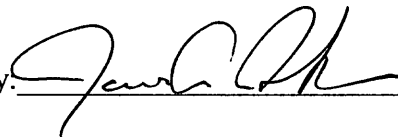
6. There will be no change in the services provided by CWUSA or to the customers served by CWUSA as a result of this *de minimus* corporate reorganization.

7. For tax and business reasons, this *de minimus* corporate reorganization must be implemented before the end of calendar year 2003.

7. Accordingly, CWplc and CWUSA respectfully request that this *de minimus* corporate reorganization be approved on an expedited basis or that this request be dismissed as unnecessary under applicable rules and policies.

Respectfully submitted,

Cable and Wireless plc  
Cable & Wireless USA, Inc.

By: 

Richard Rubin  
James A. Stenger

THELEN REID & PRIEST, LLP  
701 Pennsylvania Avenue, N.W.  
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Washington, D.C. 20004  
Tele. (202) 508-4307

## VERIFICATION

The undersigned hereby verifies that he/she is authorized to sign for the named company and that the facts stated in the foregoing Application for Approval of *De Minimus* Change In Corporate Structure are true and correct to the best of their knowledge, information and belief.

### Cable and Wireless plc

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of December, 2003,

\_\_\_\_\_ Notary Public in and for

\_\_\_\_\_.

My Commission expires: \_\_\_\_\_

## VERIFICATION

The undersigned hereby verifies that he/she is authorized to sign for the named company and that the facts stated in the foregoing Application for Approval of *De Minimus* Change In Corporate Structure are true and correct to the best of their knowledge, information and belief.

**Cable & Wireless USA, Inc.**

By: Cathleen K. Wasilewski

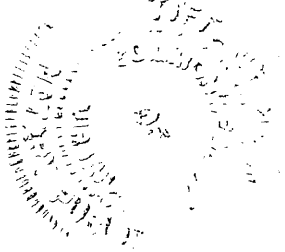
Print Name: Cathleen K. Wasilewski

Title: Director, Domestic Regulatory Affairs

Subscribed and sworn to before me this 5th day of December, 2003,

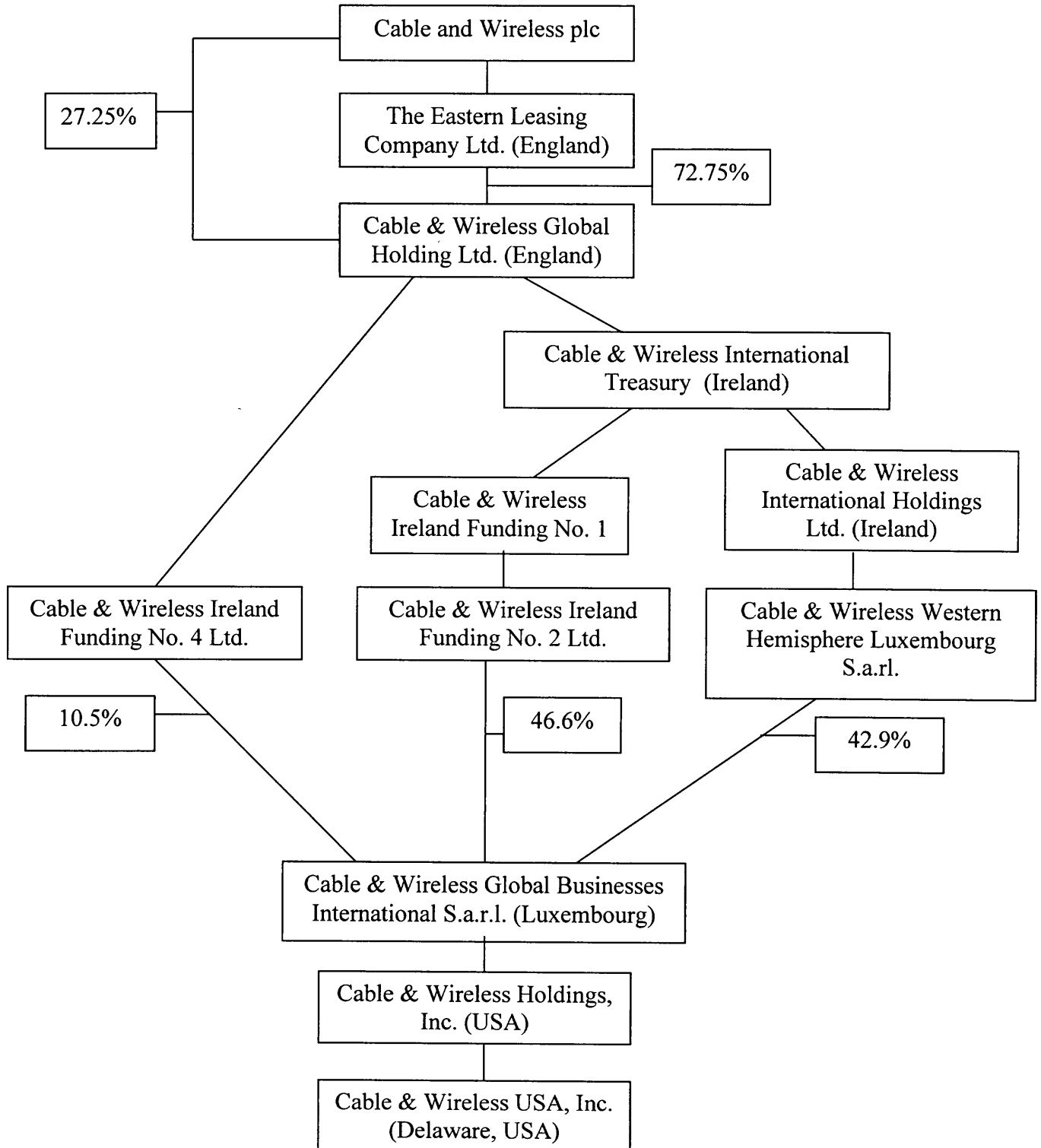
Tiffany Joan Notary Public in and for

My Commission expires: February 28, 2005



## EXHIBIT 1

### **Cable & Wireless USA, Inc. Organizational Chart Before Addition of Sable Holding Ltd.**



## EXHIBIT 2

### **Cable & Wireless USA, Inc. Organizational Chart After Addition of Sable Holding Ltd.**

